

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

GERARD A. POWELL, VINCENT  
TRAPASSO, AND CHRISTOPHER DYJAK,

Plaintiffs,

v.

CIVIL ACTION NO. 08-cv-2519

MY CHOICE MEDICAL HOLDINGS, INC.,  
VERTRUE INCORPORATED, GARY  
JOHNSON, ONE EQUITY PARTNERS, AND  
RHO VENTURES,

Defendants.

**ONE EQUITY PARTNERS' AND RHO VENTURES'  
ANSWER TO COMPLAINT AND AFFIRMATIVE DEFENSES**

Defendants One Equity Partners, L.L.C. ("One Equity Partners") and Rho Ventures, L.P. ("Rho Ventures") hereby respond to the complaint of Plaintiffs as follows:

**INTRODUCTORY STATEMENT**

There is no Delaware Limited Partnership with a principal place of business located at Carnegie Hall Tower, 152 W. 57<sup>th</sup> Street, 23<sup>rd</sup> Floor, New York, NY known as "Rho Ventures." Plaintiffs Gerard A. Powell, Vincent Trapasso, and Christopher Dyjak ("Plaintiffs") mailed their Complaint to the offices of Rho Capital Partners, Inc. Rho Capital Partners, Inc. asserts that "Rho Ventures" does not exist and submits this Answer, reserving any and all rights, defenses, and counterclaims.

**CIVIL ACTION**

1. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 1 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 1 and therefore denies those allegations.

2. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 2 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 2 and therefore denies those allegations.

3. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 3 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 3 and therefore denies those allegations.

4. Denied. One Equity Partners is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 4 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 4 and therefore denies those allegations.

5. Denied. One Equity Partners is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 5 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information

sufficient to form a belief as to the truth of the allegations in Paragraph 5 and therefore denies those allegations.

6. Denied. One Equity Partners is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 6 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 6 and therefore denies those allegations.

7. Admitted in part and denied in part. One Equity Partners admits that it is a Limited Liability Company with its principal place of business located at 320 Park Avenue, New York, NY 10022. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 7 and therefore denies those allegations.

8. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 8 and therefore denies those allegations. Rho Ventures denies that there is a legal entity called "Rho Ventures" or "Rho Ventures, L.P.," and denies that there is a Delaware Limited Partnership called "Rho Ventures."

9. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 9 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 9 and therefore denies those allegations.

10. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 10 and therefore denies those

allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 10 and therefore denies those allegations.

11. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 11 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 11 and therefore denies those allegations.

12. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 12 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 12 and therefore denies those allegations.

13. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 13 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 13 and therefore denies those allegations.

14. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 14 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 14 and therefore denies those allegations.

15. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 15 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 15 and therefore denies those allegations.

16. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 16, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 16 and therefore denies those allegations.

17. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 17 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 17 and therefore denies those allegations.

18. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 18 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 18 and therefore denies those allegations.

19. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 19, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 19 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 19 are legal conclusions to which no response is required.

20. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 20 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 20 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 20 are argument to which no response is required.

21. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated or Rho Ventures. With respect to the remaining allegations in Paragraph 21, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 21 and therefore denies those allegations.

22. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 22 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information

sufficient to form a belief as to the truth of the allegations in Paragraph 22 and therefore denies those allegations.

23. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 23 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 23 and therefore denies those allegations.

### **COUNT I**

#### **Breach of Contract**

#### **Plaintiffs v. My Choice Holdings**

24. One Equity Partners and Rho Ventures incorporate herein, as if set forth in full, their responses to Paragraphs 1-23.

25. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 25 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 25 and therefore denies those allegations.

26. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 26 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 26 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 26 are legal conclusions to which no response is required.

27. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 27 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 27 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 27 are legal conclusions to which no response is required.

28. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 28 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 28 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 28 are legal conclusions to which no response is required.

29. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 29 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 29 and therefore denies those allegations.

## **COUNT II**

### **Violation of Pennsylvania Wage Payment and Collection Law**

#### **Plaintiffs v. My Choice Holdings and Gary Johnson**

30. One Equity Partners and Rho Ventures incorporate herein, as if set forth in full, their responses to Paragraphs 1-29.

31. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 31 and therefore denies those



allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 31 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 31 are legal conclusions to which no response is required.

32. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 32 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 32 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 32 are legal conclusions to which no response is required.

33. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 33 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 33 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 33 are legal conclusions to which no response is required.

34. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 34 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 34 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 34 are legal conclusions to which no response is required.

### **COUNT III**

#### **Promissory Estoppel - (Alternative Relief)**

**Plaintiffs v. My Choice Holdings and Vertrue Incorporated**

35. One Equity Partners and Rho Ventures incorporate herein, as if set forth in full, their responses to Paragraphs 1-34.

36. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 36 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 36 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 36 are legal conclusions to which no response is required.

37. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 37 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 37 and therefore denies those allegations.

38. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 38 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 38 and therefore denies those allegations.

39. Denied. One Equity Partners is without knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 39 and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information

sufficient to form a belief as to the truth of the allegations in Paragraph 39 and therefore denies those allegations.

#### **COUNT IV**

##### **Intentional Interference with Contractual Relations**

##### **Plaintiffs v. Vertrue Incorporated, Gary Johnson, One Equity Partners and Rho Ventures**

40. One Equity Partners and Rho Ventures incorporate herein, as if set forth in full, their responses to Paragraphs 1-39.

41. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 41, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 41 and therefore denies those allegations.

42. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 42, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 42 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 42 are legal conclusions and argument to which no response is required.

43. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc.,

Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 43, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 43 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 43 are legal conclusions and argument to which no response is required.

44. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated or Rho Ventures. With respect to the remaining allegations in Paragraph 44, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 44 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 44 are legal conclusions and argument to which no response is required.

45. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 45, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 45 and therefore denies those allegations.

46. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc.,

Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 46, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 46 and therefore denies those allegations.

47. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 47, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 47 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 47 are legal conclusions and argument to which no response is required.

48. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 48, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 48 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 48 are legal conclusions and argument to which no response is required.

49. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc. or

Vertrue Incorporated. With respect to the remaining allegations in Paragraph 49, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 49 and therefore denies those allegations.

50. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 50, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 50 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 50 are legal conclusions and argument to which no response is required.

51. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 51, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 51 and therefore denies those allegations. The allegations in Paragraph 51 are legal conclusions and argument to which no response is required.

**COUNT V**

**Civil Conspiracy**

**Plaintiffs v. Vertrue Incorporated, One Equity Partners, Gary Johnson, and Rho Ventures**

52. One Equity Partners and Rho Ventures incorporate herein, as if set forth in full, their responses to Paragraphs 1-51.

53. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 53, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 53 and therefore denies those allegations. By way of further answer, the allegations in Paragraph 53 are legal conclusions and argument to which no response is required.

54. Denied. One Equity Partners denies the allegations relating to it and avers that it has never had any ownership in, or involvement with, My Choice Medical Holdings, Inc., Vertrue Incorporated, Gary Johnson or Rho Ventures. With respect to the remaining allegations in Paragraph 54, One Equity Partners lacks knowledge and information and therefore denies those allegations. Rho Ventures does not exist and therefore cannot have knowledge and information sufficient to form a belief as to the truth of the allegations in Paragraph 54 and therefore denies those allegations. By way of further answer, he allegations in Paragraph 54 are legal conclusions and argument to which no response is required.

**AFFIRMATIVE DEFENSES**

**FIRST AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because One Equity Partners has never had an ownership interest in, or involvement with, My Choice Medical Holdings, Inc. or Vertrue Incorporated.

**SECOND AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the equitable doctrines of unclean hands, laches, and estoppel.

**THIRD AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have failed to state a claim upon which relief can be granted.

**FOURTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, due to the principles of set off and/or recoupment.

**FIFTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because neither One Equity Partners nor Rho Ventures proximately caused any injury to Plaintiffs.

**SIXTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the doctrine of unjust enrichment.

**SEVENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the doctrine of in pari delicto.



**EIGHTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the gist of the action doctrine and/or the economic loss doctrine.

**NINTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because they fail to plead any theory that would purport to impose liability on One Equity Partners or Rho Ventures for obligations allegedly due under the Employment Agreements.

**TENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by the parol evidence rule and/or the statute of frauds.

**ELEVENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because the decisions regarding the F2 loans and other business decisions were privileged and undertaken in good faith and for legitimate business reasons.

**TWELFTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because Rho Ventures does not exist.

**THIRTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because this Court lacks personal jurisdiction over One Equity Partners and Rho Ventures.

**FOURTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because venue in this jurisdiction is improper.

**FIFTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, by improper service.

**SIXTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs could not have reasonably relied on any purported promises that were not in writing.

**SEVENTEENTH AFFIRMATIVE DEFENSE**

Plaintiffs' claims under the Pennsylvania Wage Payment and Collection Law are barred because New York law governs the Employment Agreements.

**ADDITIONAL AFFIRMATIVE DEFENSE**

One Equity Partners and Rho Ventures reserve the right to assert additional affirmative defenses as they become known through discovery.

**WHEREFORE**, One Equity Partners and Rho Ventures respectfully request that judgment be entered in their favor against Plaintiffs, together with all costs, attorneys' fees, and such other relief as the Court deems just.

May 30, 2008

BY:



---

Steven B. Feirson, Esquire (21357)  
Michael Doluisio, Esquire (75060)  
John V. Donnelly III, Esquire (93846)  
Michael J. Newman, Esquire (204122)

**DECHERT LLP**

Cira Centre  
2929 Arch Street  
Philadelphia, PA 19104  
(215) 994-4000

*Attorneys for Defendant One Equity Partners, LLC  
and Rho Capital Partners, Inc.*

**CERTIFICATE OF SERVICE**

I hereby certify that I have on this 30<sup>th</sup> day of May, 2008, caused a true and correct copy of the foregoing to be served upon the following via U.S. Mail, postage prepaid:

Gilbert B. Abramson, Esq  
Gilbert B. Abramson & Associates, LLC  
The Widener Building, Suite 510  
1339 Chestnut Street  
Philadelphia, PA 19107  
(215) 988-7205

Attorney for Plaintiffs

  
\_\_\_\_\_  
Michael Doluisio